

RECORDATION NO. 26566-B FILED

JUN 14 '07

11-30 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
JUN 14 2007
MANAGEMENT
UPS 2nd DAY AIR
516

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

June 12, 2007

Tel. 847.318.7575
Fax. 847.318.7588

Mr. Vernon Williams
Office of Recordation
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024

Re: Memorandum of Assignment of Lease Under Recordation No. 26566

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Assignment of Lease dated May 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on September 25, 2006 with the Surface Transportation Board under Recordation Number 26566. The names and addresses of the parties to the enclosed document are:

Lessor:

First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee/Assignor:

Georgia-Pacific LLC
(f/k/a Georgia-Pacific Corporation)
55 Park Place, 12th Fl.
Atlanta, GA 30303

Lessee: Roseburg Forest Products South Limited Partnership
10599 Old Highway 99 South
Dillard, OR 97432

A description of the railroad equipment covered by the enclosed document is sixty (60) 100 ton, all door Boxcars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,



Marcia Dunne
Rail Documentation Specialist

Enclosures

(GEPA004B-D)

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of May, 2007, by FIRST UNION RAIL CORPORATION, a North Carolina corporation, Lessor, and Georgia-Pacific LLC (formerly Georgia-Pacific Corporation, a Delaware limited liability company, as Lessee/Assignor, and ROSEBURG FOREST PRODUCTS SOUTH LIMITED PARTNERSHIP, a Oregon limited partnership, as Lessee/Assignee ("Lessee").

WITNESSETH:

Pursuant to that certain Assignment and Assumption Agreement dated as of May 1, 2007, Georgia-Pacific LLC has assigned to Roseburg Forest Products South Limited Partnership and Roseburg Forest Products South Limited Partnership has assumed from Georgia-Pacific LLC all Georgia-Pacific LLC's right, title and interest to that certain Lease Agreement and Rider No. 1 both dated June 14, 2005, whereby Lessor will lease certain railcars to Lessee pursuant and subject to the terms, conditions and provisions of said Lease.

A Memorandum evidencing such Lease was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on September 25, 2006 at 2:14 p.m. with primary Recordation Number 26566.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: _____
Title: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

By: Susan Grokolsky
Name: SUSAN GROKOLSKY

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 8th day of June, 2007.

[CORPORATE SEAL]

RECORDATION NO 26566-B FILED

STATE OF ILLINOIS

JUN 14 '07

11-30 AM

COUNTY OF COOK

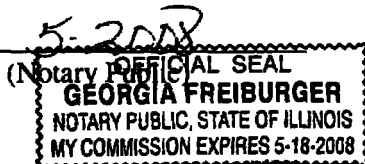
SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 8th day of June, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:



LESSEE:

ROSEBURG FOREST PRODUCTS SOUTH
LIMITED PARTNERSHIP

ATTEST:

By: Came Murray
Name: Came Murray
Title: Benefits Analyst

By: William A. Smock Jr.
Name: William A. Smock, Jr.
Title: Treasurer

Executed on this 6th day of June, 2007.

[CORPORATE SEAL]

STATE OF Oregon
COUNTY OF Douglas

I, Lisa L. Fairchild, a Notary Public of the County and State
aforesaid, certify that William A. Smock Jr. personally appeared before me this day
and acknowledged his due execution of the foregoing Memorandum of Assignment of Lease.

WITNESS my hand and official stamp or seal, this 6th day of June, 2007.

Lisa L. Fairchild
Notary Public

My Commission Expires:

2/4/08
(Notary Public)

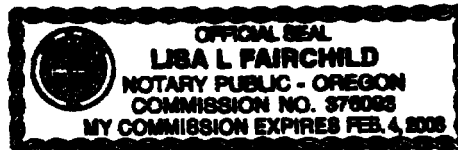


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty (60)

DESCRIPTION OF CARS: 100-ton, all door Boxcars

CAR NUMBERS:

NOKL 504706	NOKL 504709	NOKL 504753
NOKL 504713	NOKL 504711	NOKL 504756
NOKL 504715	NOKL 504712	NOKL 504757
NOKL 504727	NOKL 504714	NOKL 504760
NOKL 504729	NOKL 504716	NOKL 504763
NOKL 504730	NOKL 504717	NOKL 504766
NOKL 504743	NOKL 504719	NOKL 504767
NOKL 504815	NOKL 504720	NOKL 504769
NOKL 504701	NOKL 504721	NOKL 504770
NOKL 504722	NOKL 504726	NOKL 504804
NOKL 504723	NOKL 504732	NOKL 504809
NOKL 504735	NOKL 504733	NOKL 504817
NOKL 504741	NOKL 504737	NOKL 504819
NOKL 504747	NOKL 504740	NOKL 504822
NOKL 504754	NOKL 504742	NOKL 504824
NOKL 504904	NOKL 504744	NOKL 504905
NOKL 504910	NOKL 504745	NOKL 504907
NOKL 504912	NOKL 504748	NOKL 504908
NOKL 504705	NOKL 504750	NOKL 504909
NOKL 504707	NOKL 504751	
NOKL 504708		